

Big Country Home Educators, Inc.
A 501(c)3 organization
Nonprofit By-laws

Article 1 – Name, Purpose, Vision, Statement of Faith, Location

Section 1 – The name of this organization shall be Big Country Home Educators, Inc. (hereinafter the “BCHE”)

Section 2 – The purpose of Big Country Home Educators, Inc. is to provide enrichment and support to home educating families in Taylor County Texas and the surrounding area.

This corporation is organized exclusively for religious, and educational purposes including creating opportunities for field trips, special events for homeschool students and families, and organizing co-op classes for students. This entity is organized exclusively for charitable and educational purposes as defined in 501(c)(3) of the Internal Revenue Code.

Section 3 – The vision of BCHE is to support the efforts of Christian home educators by disseminating information of interest and pooling relevant resources in order to provide supplemental educational opportunities. We will also provide avenues for fellowship, encouragement, and the exchange of ideas among our member families through our various sponsored activities.

Section 4 - BCHE Statement of Faith includes only those truths upon which all true Christians agree. It concerns the Person and Work of Jesus Christ (the Gospel) as revealed in Scripture. It is the faith once delivered to the saints (Jude 2, Ephesians 4:5) which distinguishes believers from non-believers. There are many other precious truths taught in the Bible over which godly men have differed in understanding. Therefore, this is not a statement of all that is important to believe, but of all that is essential to believe for Christian fellowship and unity (Romans 15:7).

1. We believe the Bible to be the inspired, inerrant, and infallible Word of God.
2. We believe that there is one living and true God; an infinite, intelligent Spirit, perfect in all His attributes, one in essence, but eternally subsistent in three Persons: Father, Son, and Holy Spirit.
3. We believe in the fall of man; although originally created in the image of God, through the disobedience of Adam, man fell into a sinful and spiritually impotent state, totally unable to justify himself before God.
4. We believe that Jesus Christ is the express image of the invisible God, which is to say He is God; that He became man, yet without sin, being conceived by the Holy Spirit and born of the virgin Mary; that He died on the cross as an atonement for our sins; that He arose from the dead in the body in which He was crucified; that He ascended into heaven in the body glorified, where He is now, our interceding High Priest; and that He will return again personally, visibly, and gloriously.
5. We believe that salvation is wholly of God, by grace; that God in love gave His only Son to die on the cross for sin, thus procuring the redemption of those who come to Him; that this salvation is not merited in any way by man; and that God commands men everywhere to repent of sin and believe in Christ.

Section 5 - The organization may have any number of offices at such places as the Board may determine.

Article 2 – Membership

Section 1 –

The corporation will not have voting members. All decisions will be made by the Board of Directors.

Section 2 - Members responsibilities

- A. Members must read the by-laws and acknowledge only that they understand the position of this support group. Only those in BCHE leadership or teaching positions are required to sign the Statement of Faith.
- B. All members must volunteer to assist with or coordinate one or more events per school year for a total minimum of 4 hours. An option to pay a fee to waive this requirement may be provided at the discretion of the board of directors.
- C. Members must agree to keep names, addresses, phone numbers, email address, and other contact information of fellow members in strict confidence. Only publicly posted Board members contact information may be publicly shared. Publicly posting fellow members' personal information on social media sites is strictly prohibited, as is posting pictures of other people's children without consent. Publicly shared comments deemed slanderous, malicious, or prejudicial to BCHE interests will be deleted and considered grounds for termination of membership.
- D. Members wanting to advertise goods and services to the membership at large must have approval by the Board and such advertisements will be monitored for content and frequency.
- E. Members are responsible for underwriting their share of the cost of activities in which they participate and for a nominal annual membership fee determined by the Board.
- F. Members may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues or other charges previously accrued.

The Board reserves the right to suspend or terminate a member from BCHE, for good cause after proper notification and hearing before the Board in a special called meeting. Good cause may include, but is not limited to:

1. Failure to pay an obligation to BCHE for 90 days following notice of same;
2. Any action that undermines the work of BCHE by creating a public image prejudicial to BCHE position or policy;
3. Hostile, harassment of others in meetings, activities, or in public venues – so that others become fearful, apprehensive, reluctant, or unwilling to participate in BCHE activities with that member; or have significantly disrupted or impaired the work of BCHE, or will significantly disrupt or impair it if the actions continue;

The Board may exercise these rights with a 2/3 majority vote of the Board upon which, in the case of termination, all membership rights and privileges will cease and all property of BCHE returned. Such termination shall not relieve a member of unpaid dues or other charges previously accrued.

Article 3 – Board of Directors

Section 1 – The affairs of the organization shall be managed by a Board of Directors. The board will consist of the officer roles described below as well as 1 to 3 Members at Large. Within these limits, the Board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors to ensure no more than a 50% turnover of the Board.

Section 2 - Board members shall receive no compensation (other than reasonable expenses) for their service on the Board.

Section 3 – Board members can be nominated by members of the board or from the general membership. Qualification for Board membership includes:

- a) current or previous BCHE membership of at least one year,
- b) signed endorsement of the Statement of Faith,
- c) actively involved in a local Christian congregation,
- d) not related to a current Board member or salaried employee of BCHE.

Section 4 - Board members are appointed by agreement of 2/3 vote of the existing board members. All Board members shall serve for 2 to 3 year terms (determined at the start of service) and can be eligible for up to 2 additional terms.

Section 5 – Any Director may resign at any time by giving written notice of such resignation to the Board.

Section 6 - Any Director may be removed by 2/3 vote of the Directors present and voting at a meeting at which a quorum is present, whenever, in its judgement, the best interests of the BCHE would be served thereby; provided such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 7 – In the event of a vacancy on the Board (including situations where the number of Board members has been deemed necessary to increase), the directors shall fill the vacancy.

Section 8 – A quorum must be attended by at least 2/3 Board members before business can be transacted or motions made or passed.

Section 9 - The Board of Directors shall approve all employees and compensation recommended by the Executive Director prior to making employment offers.

Article 4 – Officers

Section 1 – The officers of the organization shall be President, Vice President, Treasurer, Secretary, and Membership Chairman.

Section 2 – The Board shall appoint each of these officers by a majority vote for a 2 year term. The Board may also appoint other officers it deems necessary.

Section 3 – Officers of the Board will not be compensated via salary or other benefits for their service as an officer of the Board.

Section 4 – Board Chair/President

The Chair shall convene regularly scheduled Board meetings and shall preside or arrange for other Directors to preside at each meeting in the following order: Chair/President, Vice President, Secretary, Treasurer, Membership Chairman. The Chair is responsible to prepare an agenda with the Executive Director prior to these meetings.

Section 5 - Vice Chair/President

The vice-president is responsible for both assisting with presidential responsibilities, and acting in place of president, as needed.

Section 6 – Secretary

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.

Section 7 – Treasurer

The Treasurer shall make a report at each Board meeting. The treasurer shall chair the Finance Committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

Section 8 - Membership Chair

The membership chair is responsible for maintaining accurate membership data, communicating information about the organization to people interested in joining BCHE, and distributing membership cards as they join.

Article 5 - Executive Director

Section 1 - The administrative and day-to-day operation of BCHE shall be the responsibility of a salaried staff head employed or appointed by the Board and responsible to the Board. The salaried staff head shall have the title of “Executive Director.”

Section 2 - The Executive Director shall have the authority to execute contracts on behalf of the BCHE and as approved by the Board. The Executive Director shall employ and may terminate the employment of members of the staff necessary to carry out the work of the BCHE.

Section 3 - The Executive Director represents BCHE to the public and the BCHE membership in advocating the purpose and vision of BCHE.

Section 4 - The Executive Director shall be invited to attend and participate, without vote, in all meetings of the Board, and committees. The Executive Director helps prepare the agenda with the Board President.

Section 5 - The Executive Director may resign at any time by giving written notice of such resignation to the Board.

Section 6 - The Executive Director may be removed by 2/3 vote of the Directors present and voting at a meeting at which a quorum is present, whenever, in its judgement, the best interests of the BCHE

would be served thereby; provided such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Article 6 – Meetings

Section 1 – The Board shall meet at least quarterly. Agenda for the meetings is prepared by the Board President and the Executive Director.

Section 2 – Additional meetings may be called by the Board.

Section 3 - Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such a meeting can hear one another. Members of the Board may vote by e-mail, text or other electronic means.

Article 7 - Confidentiality

Section 1 - Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporations' purposes, or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions.

Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

Section 2 – Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Article 8 - Conflict of Interests

Section 1 - The integrity and the credibility of BCHE and the activities it undertakes depend on the avoidance of conflict of interests, or even the appearance of such conflicts, by the individuals involved in those activities. It is recognized, however, that elected and appointed leaders, as well as other individuals acting on its behalf, also have significant professional, business and personal interests and relationships and activities. Therefore, actual, potential or apparent conflicts of interest should be addressed initially through liberal disclosure of any relationship or interest that might be construed as resulting in such a conflict.

Section 2 - Individuals serving on the Board of Directors or any committee will be asked to execute a disclosure both at the time of their appointment and annually thereafter. In addition, individuals are expected to promptly disclose any relevant changes that develop over the course of their appointment. It is the responsibility of each individual to identify potential and actual conflicts of interest and to comply with the established policy described below.

Section 3 - Financial Interests

Financial interests relate to relationships present today or at any time within the past 12 months. They do not apply to the individual's principal employment. Individuals will be asked to disclose whether any of the following exist for themselves or their spouse/partner:

- a) Ownership interests (including stock, options or similar interest) in a company, having a commercial interest in an activity or matter that may give rise to an actual, potential or perceived conflict with BCHE's activities
- b) Employment, full or part-time, with a company that may give rise to an actual, potential or perceived conflict with BCHE's activities
- c) Current or proposed consultancy arrangements, as well as consulting performed
- d) Receipt of honoraria or other reasonable payments for seminar presentations, speeches, or appearances
- e) Any leadership role in, or other relationship with, another organization or entity (e.g., board member, committee member, advisor) directly or indirectly related to BCHE or within the field of education

Section 4 - Once such a conflict is fully disclosed to the relevant parties, they generally will be able to evaluate the possible influence of the disclosed interest. In situations where such disclosure does not adequately deal with actual or potential problems, however, additional action, including denial of participation in the affected activity or consideration of the matter, may be necessary. This may include:

- a) Disclosure of the interest to the other participants in the decision- or policy-making body (e.g., board, committee).
- b) Recusal from voting on a matter and limitation of the individual's participation providing factual information of benefit to the group discussion.
- c) Complete recusal from a portion of a meeting or from other consideration of the subject matter.
- d) Replacement of the individual in the affected position or activity.

Section 5 - These guidelines are not meant to restrict normal activities associated with the individual's professional responsibilities.

Section 6 - Individuals who violate HMDCB Conflict of Interest policy may be removed from their affected position or activity as deemed appropriate by the Board of Directors. If uncertain about these policies, individuals are urged to seek the advice of the Board President or Executive Director.

Article 9 – Committees

Section 1 – The Board may create committees as needed, such as fund raising, public relations, and program committees. The Board Chair shall appoint all committee chairs.

Section 2 – No committee shall have any power to: fill vacancies on the Board, adopt amend or repeal the by-laws, amend or repeal any resolution of the Board, or act on matters committed by the by-laws or resolution of the Board to another committee of the Board.

Article 10 - Indemnification

Section 1 – The organization shall indemnify any agent of the organization including Directors, Officers, Staff, and/or Volunteers who was or is a party, or is threatened to be made a party to any proceeding, administrative or investigative, as such a person was or is an authorized representative of the organization. This indemnification against expenses, judgments, fines, and amount paid in settlements actually or reasonably incurred by such a representative of the organization is contingent upon the determination that such person acted in good faith and in a manner he/she believed to be in, or not opposed to, the best interests of the organization. With respect to any criminal proceeding, indemnified persons shall have had no cause to believe that their conduct was unlawful.

Section 2 – To satisfy indemnification obligations the organization may maintain insurance, obtain a letter of credit, act as a self-insurer, create a reserve trust, cash collateral, enter into indemnification agreements, or use any other arrangement whatsoever in such amounts, at such costs, and upon other terms and conditions that the Board shall deem appropriate. The organization carries Directors and Officers Liability insurance for all Directors and Board Members.

Section 3 – This indemnification shall be made only if the organization shall be advised by its Board of Directors acting (1) by a quorum consisting of directors who are not parties to such action or proceeding upon a finding that, or (2) if a quorum under is not obtainable with due diligence, upon the opinion in writing of legal counsel that, the director or officer has met the foregoing applicable standard of conduct. If the foregoing determination is to be made by the Board of Directors, it may rely as to all questions of law, on the advice of independent legal counsel.

Article 11 – 501(c)3 Tax Exemption Provisions

- a. Upon the dissolution of Big Country Home Educators, Inc., assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose.
- b. Big Country Home Educators, Inc. is organized exclusively for charitable, religious, educational, and/or scientific purposes under section 501(c)(3) of the Internal Revenue Code. No part of the net earnings shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.
- c. No part of the activities of Big Country Home Educators, Inc. will involve the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- d. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article 12 – Amendments

Section 1 –These By-laws may be amended when deemed necessary by a 2/3 majority vote of the Board. Proposed amendments must be submitted to the Members of BCHE with at least a 14 day opportunity to approve or disapprove of such amendments by a majority of the responses.